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Liquidating Trust*

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*Counsel to the Circuit City Stores, Inc.  
Liquidating Trust*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

-----X  
In re: : Chapter 11  
: :  
CIRCUIT CITY STORES, INC., et al., : Case No. 08-35653 (KRH)  
: :  
Debtors. :  
: Jointly Administered  
-----X

**TWELFTH ORDER REGARDING LIQUIDATING TRUST'S FIFTEENTH  
OMNIBUS OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN  
PARTIALLY INVALID CLAIMS, RECLASSIFICATION OF CERTAIN  
MISCLASSIFIED CLAIMS, DISALLOWANCE OF CERTAIN INVALID  
CLAIMS, DISALLOWANCE OF CERTAIN LATE-FILED CLAIMS,  
DISALLOWANCE OF CERTAIN DUPLICATE CLAIMS  
AND DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court<sup>1</sup> on the Liquidating Trust's Fifteenth Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims, Reclassification of Certain Misclassified Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain of Late Filed Claims, Disallowance of Certain Duplicate Claims and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit H attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Trust hereby withdraws its objection to Claim 14440, and Claim 14440 is hereby allowed as an administrative expense priority claim in the amount of \$2,000.00.
2. The Court will conduct a further status conference on June 6, 2013 at 2:00 p.m. for all Claims identified on Exhibit A attached hereto.
3. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

law permits, are not waived and are expressly reserved.

4. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2013

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HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Lynn L. Tavenner

Lynn L. Tavenner (VA Bar No. 30083)  
Paula S. Beran (VA Bar No. 34679)  
20 North Eighth Street, 2<sup>nd</sup> Floor  
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Liquidating Trust*

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner

Lynn L. Tavenner

In re Circuit City Stores, Inc, et al.  
Case No. 08-35653 (KRH)  
Liquidating Trust's Fifteenth Omnibus Objection to Landlord Claims

**EXHIBIT A**  
**OBJECTIONS ADJOURNED TO JUNE 6, 2013**

Name & Address	Claim Number	Exhibit
44 North Properties LLC Patricia A Borenstein Esq Miles & Stockbridge PC 10 Light St Baltimore, MD 21202	8777	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Bank of America, N.A., as trustee for the registered holders of GMAC Commercial Mortgage Securities, Inc., Mortgage PassThrough Certificates, Series 1998-C2 c/o Capmark Finance Inc. Attn: Peyton Inge 700 N. Pearl Street Dallas, TX 75201	9721	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Bank of America NA as successor by merger to LaSalle Bank National Association as Trustee for the Registered Holders of GMAC Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9488	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Bank of America National Association as Successor by Merger to LaSalle Bank National Association as Trustee for the Registered Holders of the Morgan Stanley Capital Inc Commercial Mortgage Pass Through Certificates Series 1997 C1 c/o Capmark Finance Inc. Peyton Inge 700 N. Pearl Street, Suite 2200 Dallas, TX 75201	9899	EXHIBIT H DUPLICATE CLAIMS TO BE EXPUNGED
Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank As Tr Creditor Notice Name: Peyton Inge Address: c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	10030	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank As Tr Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9050	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9704	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9734	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9707	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Bank of America, N.A., as successor-by-merger to laSalle Bank National Association, as Trustee for the Registered holders of GMAC Commercial Mortgage Securities, Inc., Mortgage Pass-Through Certificates, Series 1997-C1 c/o Capmark Finance Inc. Peyton Inge 700 N. Pearl Street, Suite 2200 Dallas, TX 75201	9449	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS

Name & Address	Claim Number	Exhibit
Bond Circuit I Delaware Business Trust Attn James S Carr & Robert L LeHane Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	13448	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Bond Circuit I Delaware Business Trust Creditor Notice Name: Attn James S Carr & Robert L LeHane Address: Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	14935	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Bond Circuit IV Delaware Business Trust Mark B Conlan Esq Gibbons PC One Gateway Ctr Newark, NJ 07102-5310	8796	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Capmark Finance Inc Keith M Aurzada & John C Leiningner Bryan Cave LLP 2200 Ross Ave Ste 3300 Dallas, TX 75201	14363	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
CC Investors 1996 17 c/o Niclas A Ferland Esq LeClairRyan A Professional Corporation 555 Long Wharf Dr 8th Fl New Haven, CT 06511	7162	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
CC Properties LLC Atten: Michelle Ingle c/o FBL Financial Group, Inc. 5400 University Ave. West Des Moines, IA 50266	14005	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Centro Properties Group t a Parkway Plaza Vestal NY c/o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	8102	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Centro Properties Group t a Parkway Plaza Vestal NY c/o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	8104	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Centro Properties Group ta Valley Crossing Hickory NC c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	1604	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Circuit IL Corp Sigmond Sommer Properties 280 Park Avenue, 4th Floor, West Building New York, NY 10017	5027	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Circuit Investors Fairfield Limited Partnership c/o Niclas A Ferland Esq LeClairRyan A Professional Corporation 555 Long Wharf Dr 8th Fl New Haven, CT 06511	14548	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
CMAT 1999 C1 Kelly Road LLC c/o Mindy A Mora Bilzin Sumberg Baena Price & Axelrod LLP 200 S Biscayne Blvd Ste 2500 Miami, FL 33131	5005	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
CMAT 1999 C2 Moller Road LLC c/o Mindy A. Mora Bilzin Sumberg Baena Price & Axelrod LLP 200 S. Biscayne Blvd., Ste. 2500 Miami, FL 33131	4994	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS

Name & Address	Claim Number	Exhibit
Daniel G Kamin Flint LLC Attn Kelly Serenko Dir Lease Adm Kamin Realty Company PO Box 10234 Pittsburgh, PA 15232-0234	11573	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
FW CA Brea Marketplace LLC Attn James S Carr Esq & Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	13446	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
FW CA Brea Marketplace LLC Attn James S Carr Esq & Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	12796	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
FW CA Brea Marketplace, LLC Attn Randy Shoemaker c o Regency Centers LP One Independent Dr Ste 114 Jacksonville, FL 32202-5019	14382	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Inland Southwest Management LLC Attn: Karen C. Bifferato & Kelly M. Conlan Connolly Bove Ldgc & Hutz LLP The Nemours Bldg 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807	14928	EXHIBIT H DUPLICATE CLAIMS TO BE EXPUNGED
Inland Western Avondale McDowell LLC c/o Bert Bittouma Esq. Inland Real Estate Group 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523	8943	EXHIBIT H DUPLICATE CLAIMS TO BE EXPUNGED
Manufacturers & Traders Trust Company as Trustee c o Nicholas M Miller Esq Neal Gerber & Eisenberg LLP Two N LaSalle St Ste 1700 Chicago, IL 60602	8613	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Manufacturers & Traders Trust Company as Trustee c/o Nicholas M Miller Esq Neal Gerber & Eisenberg LLP Two N LaSalle St Ste 1700 Chicago, IL 60602	8561	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Manufacturers & Traders Trust Company, as Trustee c/o Nicholas M Miller Esq Neal Gerber & Eisenberg LLP Two N. LaSalle St., Ste. 1700 Chicago, IL 60602	8611	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
OLP CCFERGUSON LLC c/o Michelle McMahon, Esq. 1290 Avenue of the Americas New York, NY 10104	14418	EXHIBIT F LATE FILED CLAIMS TO BE EXPUNGED
ORIX Capital Markets LLC c/o Lawrence A Katz Kristen E Burgers 8010 Towers Crescent Dr Ste 300 Vienna, VA 22182-2707	14245	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
ORIX Capital Markets LLC c/o Lawrence A Katz Kristen E Burgers 8010 Towers Crescent Dr Ste 300 Vienna, VA 22182-2707	14245	EXHIBIT F LATE FILED CLAIMS TO BE EXPUNGED
Park National Bank as Assignee of Rents Under the Columbus Georgia Lease with Circuit Investors No 2 Ltd Attn Richard C Maxwell c o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24038-4125	8947	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED

Name & Address	Claim Number	Exhibit
Parkdale Mall Associates, LP c/o Scott M. Shaw, Esq. 763 Georgia Avenue, Suite 300 Chattanooga, TN 37402	14965	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Parkdale Mall Associates, LP c/o Scott M. Shaw, Esq. 763 Georgia Avenue, Suite 300 Chattanooga, TN 37402	14965	EXHIBIT F LATE FILED CLAIMS TO BE EXPUNGED
RC CA Santa Barbara LLC Attn James S Carr Esq & Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	12792	EXHIBIT H DUPLICATE CLAIMS TO BE EXPUNGED
RC CA Santa Barbara LLC Attn James S Carr Esq & Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	12797	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
The Hutensky Group LLC agent for HRI Lutherville Station LLC ta Lutherville Station Lutherville MD c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	1897	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Trader Joe's East, Inc. Eugene M. Magier, Esq. 687 Highland Avenue Suite 1 Needham, MA 02494	4983	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
U.S. Bank National Association, as purchaser of assets of Park National Bank Attn: Richard C Maxwell, Esq. c/o Woods Rogers PLC 10 S. Jefferson St., Suite 1400 Roanoke, VA 24011	14793	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
UBS Realty Investors LLC agent for Wayside Commons Investors LLC ta Wayside Commons Burlington MA c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	1898	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451	14519	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Vestar OCM LLC c/o William Novotny Mariscal Weeks McIntye & Friedlander PA 2901 N Central Ave Ste 200 Phoenix, AZ 85012	8227	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
WEC 96D Niles Investment Trust Neil D Goldman Esq Young Goldman & Van Beek PC 510 King St Ste 416 Alexandria, VA 22314	9647	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Trustee Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9441	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Trustee Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9741	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED



Name & Address	Claim Number	Exhibit
Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Trustee Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9450	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Woodmont Sherman LP Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	11526	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Woodmont Sherman LP Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	13421	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS